

McMullen Michael R.
Form 4
May 18, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McMullen Michael R.

2. Issuer Name **and** Ticker or Trading
Symbol
AGILENT TECHNOLOGIES INC
[A]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5301 STEVENS CREEK BLVD.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2011

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

SANTA CLARA, CA 95051

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	04/29/2011		J ⁽¹⁾	V	303.026	A	\$ 42.424	63,830.5679 D
Common Stock	05/16/2011		M		1,050	A	\$ 26.83	64,880.5679 D
Common Stock	05/16/2011		S		1,050	D	\$ 52.4101	63,830.5679 D
Common Stock	05/16/2011		M		9,500	A	\$ 20.62	73,330.5679 D
Common Stock	05/16/2011		S		9,500	D	\$ 52.34 ⁽²⁾	63,830.5679 D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.83	05/16/2011		M	1,050	12/22/2004 ⁽³⁾ 06/14/2011	Common Stock	1,050
Employee Stock Option (Right to Buy)	\$ 20.62	05/16/2011		M	9,500	01/24/2006 ⁽³⁾ 01/23/2015	Common Stock	9,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McMullen Michael R. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051	Senior Vice President

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr.
McMullen

05/18/2011

 **Signature of Reporting Person

____ Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.
- (2) The weighted average sales price was \$52.34 with a range of \$52.33 to \$52.38.
- (3) The option is exercisable in four equal annual installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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